



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2008

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning 09/01, 2008, and ending 08/31, 2009
Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE LEBENSFELD FOUNDATION C/O SULLIVAN & CROMWELL LLP		A Employer identification number 13-6086169
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 125 BROAD STREET		B Telephone number (see page 10 of the instructions) (212) 558-3121
	City or town, state, and ZIP code NEW YORK, NY 10004-2498		C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 28,799,998.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B. <input type="checkbox"/>				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. <input type="checkbox"/>				
3	Interest on savings and temporary cash investments	12,058.	12,041.		
4	Dividends and interest from securities	330,392.	329,797.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	32.			
b	Gross sales price for all assets on line 6a	75,032.			
7	Capital gain net income (from Part IV, line 2)		32.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	16,000.	16,000.		STMT 1
12	Total. Add lines 1 through 11	358,482.	357,870.		
13	Compensation of officers, directors, trustees, etc.	NONE			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) STMT 2	39,623.	9,906.	NONE	29,717.
b	Accounting fees (attach schedule) STMT 3	4,100.	2,050.	NONE	2,050.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) *	34,376.	750.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 5	1,200.	330.		870.
24	Total operating and administrative expenses. Add lines 13 through 23	79,299.	13,036.	NONE	32,637.
25	Contributions, gifts, grants paid	2,035,000.			2,035,000.
26	Total expenses and disbursements. Add lines 24 and 25	2,114,299.	13,036.	NONE	2,067,637.
Subtract line 26 from line 12					
a	Excess of revenue over expenses and disbursements	-1,755,817.			
b	Net investment income (if negative, enter -0-)		344,834.		
c	Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. ** STMT 4

Form 990-PF (2008)

JSA
8E1410 1 000

T03408 700J 01/22/2010 11:29:20 V08-8.3 6484500

7

15

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		226,044.	43,718.	43,718.
	2	Savings and temporary cash investments		471,560.	28,728,142.	28,746,830.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)		29,759,440.		
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) STMT 6.		80,083.	9,450.	9,450.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		30,537,127.	28,781,310.	28,799,998.	
Liab.	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		30,537,127.	28,781,310.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)		30,537,127.	28,781,310.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		30,537,127.	28,781,310.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	30,537,127.
2	Enter amount from Part I, line 27a	2	-1,755,817.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	28,781,310.
	Decreases not included in line 2 (itemize) ▶	5	
	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,781,310.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
SEE PART IV SCHEDULE					
a					
b					
c					
d					
e					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	32.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

for optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	2,517,800.	31,367,644.	0.080267
2006	2,576,431.	32,593,376.	0.079048
2005	3,200,350.	33,744,560.	0.094840
2004	3,605,952.	36,208,416.	0.099589
2003	2,608,517.	38,992,579.	0.066898

2 Total of line 1, column (d)	2	0.420642
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.084128
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	29,523,777.
5 Multiply line 4 by line 3	5	2,483,776.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,448.
Add lines 5 and 6	7	2,487,224.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	2,067,637.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,897.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	6,897.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	6,897.
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	25,491.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	25,491.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,594.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	11	18,594. Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		N/A
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2008)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>ROBERT J. GIUFFRA, JR., ESQ.</u> Telephone no ▶ <u>212-558-3121</u>			
	Located at ▶ <u>125 BROAD STREET</u> ZIP + 4 ▶ <u>10004</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? <input type="checkbox"/>	1c	X
Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) <input type="checkbox"/>	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008) <input type="checkbox"/>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? <input type="checkbox"/>	4b	X

Form 990-PF (2008)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2008)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2008)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	26,909,027.
b	Average of monthly cash balances	1b	2,983,782.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	80,569.
d	Total (add lines 1a, b, and c)	1d	29,973,378.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	29,973,378.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	449,601.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,523,777.
6	Minimum investment return. Enter 5% of line 5	6	1,476,189.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,476,189.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	6,897.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,897.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,469,292.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,469,292.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,469,292.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,067,637.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,067,637.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,067,637.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
Distributable amount for 2008 from Part XI, line 7				1,469,292.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008				
a From 2003 665,354.				
b From 2004 1,808,227.				
c From 2005 1,539,422.				
d From 2006 979,200.				
e From 2007 973,627.				
f Total of lines 3a through e	5,965,830.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 2,067,637.				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				1,469,292.
e Remaining amount distributed out of corpus	598,345.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,564,175.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	665,354.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	5,898,821.			
10 Analysis of line 9				
a Excess from 2004 1,808,227.				
b Excess from 2005 1,539,422.				
c Excess from 2006 979,200.				
d Excess from 2007 973,627.				
e Excess from 2008 598,345.				

Form 990-PF (2008)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
1 Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 8

b The form in which applications should be submitted and information and materials they should include

NO PRESCRIBED FORM

c Any submission deadlines.

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

RECOGNITION BY THE INTERNAL REVENUE SERVICE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 9				
Total ▶ 3a				2,035,000.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | |
|--|-------------------|------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <p>Yes</p> | <p>No</p> |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
	Signature of officer or trustee		Date 12/31/10	Title Vice President, Treasurer Secretary
	Paid Preparer's Use Only	Preparer's signature	Date 1/22/2010	Check if self-employed <input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 10017-4011		EIN 36-6055558		
Phone no. 212-542-9609		Preparer's identifying number (See Signature on page 30 of the instructions) P00504182		

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
75,032.		VKM NY A28 TE PFD PROPERTY TYPE: SECURITIES 75,000.				P	32.	01/08/2009
TOTAL GAIN(LOSS)							----- 32. =====	

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INCOME FROM LLC	16,000.	16,000.
	-----	-----
TOTALS	16,000.	16,000.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
SULLIVAN & CROMWELL LLP	39,623.	9,906.		29,717.
TOTALS	39,623.	9,906.	NONE	29,717.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION ----- ACCOUNTING	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
	4,100.	2,050.		2,050.
TOTALS	4,100.	2,050.	NONE	2,050.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX	33,300.	
EXCISE TAX PENALTY	326.	
2007 W VIRGINA W/H TAX	750.	750.
	-----	-----
TOTALS	34,376.	750.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
NEW YORK DEPARTMENT OF LAW	750.		750.
BANK FEES	330.	330.	
PUBLICATION FEE	120.		120.
	-----	-----	-----
TOTALS	1,200.	330.	870.
	=====	=====	=====

FORM 990, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VKM TRUST NY MUNI INVESTMENT IN LLC	NONE 9,450.	NONE 9,450.
TOTALS	9,450.	9,450.

FORM 990P. PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LAURI PIETRINI 125 BROAD STREET NEW YORK, NY 10004-2498	TRUSTEE 1.	NONE	NONE	NONE
ANDREW G. PIETRINI 125 BROAD STREET NEW YORK, NY 10004-2498	PRESIDENT AND TRUSTEE 1.	NONE	NONE	NONE
ROBERT J. GIUFFRA, JR. C/O SULLIVAN & CROMWELL 125 BROAD STREET NEW YORK, NY 10004	VP, TREASURER AND SECRETARY 1.	NONE	NONE	NONE
GRAND TOTALS		NONE	NONE	NONE

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS
=====

ROBERT J. GUIFFRA, JR. ESQ
C/O SULLIVAN & CROMWELL LLP
NEW YORK, NY 10004
212-558-3121

FORM 990PF, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

BALLET THEATRE FOUNDATION
C/O BALLET THEATRE FOUNDATION
890 BROADWAY
NEW YORK, NY 10003

NONE
PUBLIC CHARITY

100,000.

AMERICAN FRIENDS OF YESHIVA D'MIR
5227 NEW UTRECHT AVENUE
BROOKLYN, NY 11219

NONE
PUBLIC CHARITY

25,000.

NIGHTINGALE BAMFORD SCHOOL
20 EAST 92ND STREET
NEW YORK, NY 10128

NONE
SCHOOL

50,000.

MARIST HIGH SCHOOL
1241 KENNEDY BLVD
BAYONNE, NJ 07002

NONE
SCHOOL

50,000.

MALVERN RETREAT HOUSE
PO BOX 315
MALVERN, PA 19355

NONE
PUBLIC CHARITY

100,000.

COMMUNITY FUNDS, INC
C/O COMMUNITY TRUST
909 THIRD AVENUE
NEW YORK, NY 10022

NONE
COMMUNITY TRUST

50,000.

FRIENDS OF MOTHERS2MOTHERS
511 AVENUE OF THE AMERICAS
NEW YORK, NY 10011

NONE
SCHOOL

25,000.

FORM 990FF, PA. - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER OF COMPREHENSIVE HEALTH PRACTICE INC 1900 SECOND AVENUE NEW YORK, NY 10029	NONE PUBLIC CHARITY	GENERAL SUPPORT	5,000.
SPECIAL OLYMPICS 1133 19TH STREET NW WASHINGTON, DC 20036	NONE PUBLIC CHARITY	GENERAL SUPPORT	25,000.
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVENUE CHICAGO, IL 60601	NONE MEDICAL RESEARCH ORG.	GENERAL SUPPORT	25,000.
FOLDS OF HONOR FOUNDATION 7030 S. YALE TULSA, OK 74136	NONE PUBLIC CHARITY	GENERAL SUPPORT	25,000.
ST GREGORY THE GREAT CHURCH 4620 NOTTINGHAM WAY HAMILTON SQUARE, NJ 08690	NONE CHURCH	GENERAL SUPPORT	25,000.
SPINAL MUSCULAR ATROPHY FOUNDATION 888 SEVENTH AVENUE NEW YORK, NY 10019	NONE PUBLIC CHARITY	GENERAL SUPPORT	25,000.
THE JERMEY FUND 234 SULLIVAN WAY EWING, NJ 08628	NONE PUBLIC CHARITY	GENERAL SUPPORT	10,000.

FORM 990PF, PA / - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REFORMED CHURCH HOME 1990 ROUTE 18 NORTH OLD BRIDGE, NJ 08857	NONE CHURCH	GENERAL SUPPORT	25,000.
CATHOLIC MEMORIAL HIGH SCHOOL 601 EAST COLLEGE AVE WAUKESHA, WI 53186	NONE SCHOOL	GENERAL SUPPORT	10,000.
CHURCH OF ST. THOMAS MOORE 65 EAST 89TH STREET NEW YORK, NY 10128	NONE CHURCH	GENERAL SUPPORT	5,000.
THE BRICK PRESBYTERIAN CHURCH 62 EAST 92ND STREET NEW YORK, NY 10128	NONE CHURCH	GENERAL SUPPORT	20,000.
VILLANOVA UNIVERSITY 800 LANCASTER AVENUE VILLANOVA, PA 19085	NONE SCHOOL	GENERAL SUPPORT	100,000.
ST PETER'S UNIVERSITY HOSPITAL 254 EASTON AVENUE NEW BRUNSWICK, NJ 08903	NONE HOSPITAL	GENERAL SUPPORT	300,000.
RABBINICAL COLLEGE OF AMERICA 226 SUSSEX AVENUE MORRISTOWN, NJ 07962	NONE SCHOOL	GENERAL SUPPORT	10,000.

FORM 990PF, PA - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

FRIENDS OF VISTA HILL 8787 COMPLEX DRIVE SUITE 200 SAN DIEGO, CA 92123	NONE PUBLIC CHARITY	GENERAL SUPPORT	10,000.
P.E.F. ISRAEL ENDOWMENT FUND, INC. 317 MADISON AVENUE NEW YORK, NY 10017	NONE PUBLIC CHARITY	GENERAL SUPPORT	25,000.
AMERICAN UNIVERSITY 4400 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20016	NONE SCHOOL	GENERAL SUPPORT	10,000.
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON STREET LEXINGTON, VA 24450	NONE SCHOOL	GENERAL SUPPORT	10,000.
PRINCETON HEALTHCARE SYSTEM FOUNDATION 253 WITHERSPOON STREET PRINCETON, NJ 08540	NONE PUBLIC CHARITY	GENERAL SUPPORT	100,000.
FRANCISCAN FOUNDATION FOR THE HOLY LAND P.O. BOX 29086 WASHINGTON, DC 20017	NONE PUBLIC CHARITY	GENERAL SUPPORT	5,000.
FAIRFIELD COUNTY FOUNDATION FUND FOR GIRLS 383 MAIN AVENUE NORWALK, CT 06851	NONE PUBLIC CHARITY	GENERAL SUPPORT	15,000.

FORM 990PF, PA. 13 - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JOYCE THEATRE FOUNDATION INC. 175 8TH AVENUE NEW YORK, NY 10011	NONE PUBLIC CHARITY	GENERAL SUPPORT	33,333.
THE FUND FOR MEDICINE C/O WEIL CORNELL MEDICAL COLLEGE 525 E. 68TH STREET NEW YORK, NY 10065	NONE PUBLIC CHARITY	GENERAL SUPPORT	25,000.
LINCOLN CENTER FOR THE PERFORMING ARTS INC. 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE PUBLIC CHARITY	GENERAL SUPPORT	30,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE PUBLIC CHARITY	GENERAL SUPPORT	25,000.
METROPOLITAN OPERA ASSOCIATION INC LINCOLN CENTER NEW YORK, NY 10023	NONE PUBLIC CHARITY	GENERAL SUPPORT	10,000.
MODERN MUSEUM OF ART 11 WEST 53RD STREET NEW YORK, NY 10019	NONE PUBLIC CHARITY	GENERAL SUPPORT	20,000.
NATIONAL FOUNDATION FOR FACIAL RECONSTRUCTION 317 EAST 34TH STREET NEW YORK, NY 10016	NONE PUBLIC CHARITY	GENERAL SUPPORT	25,000.

FORM 990PF, PP V - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
=====

RECIPIENT NAME AND ADDRESS -----	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT -----	PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
THE BANCROFT FOUNDATION 425 KINGS HIGHWAY HADDONFIELD, NJ 08033	NONE PUBLIC CHARITY	GENERAL SUPPORT	100,000.
UNITED WAY OF GREENWICH 1 LAFAYETTE COURT GREENWICH, CT 06830	NONE PUBLIC CHARITY	GENERAL SUPPORT	6,667.
TENACRE COUNTRY DAY SCHOOL CORPORATION 78 BENVENUE STREET WELLESLEY, MA 02482	NONE SCHOOL	GENERAL SUPPORT	2,500.
THE RIVERS SCHOOL CORPORATION 333 WINTER STREET WESTON, MA 02493	NONE SCHOOL	GENERAL SUPPORT	10,000.
AMERICAN CANCER SOCIETY 30 SPEEN STREET FRAMINGHAM, MA 01701	NONE MEDICAL RESEARCH ORG	GENERAL SUPPORT	1,500.
THE SALK INSTITUTE P.O. BOX 85800 SAN DIEGO, CA 92186	NONE PUBLIC CHARITY	GENERAL SUPPORT	25,000.
FRIENDS OF ABBOTT LIBRARY CORNER OF MAIN STREET ROUTE 11 SUNAPEE, NH 03782	NONE PUBLIC CHARITY	GENERAL SUPPORT	1,000.

FORM 990PF, PA TV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WASHINGTON LEGAL FOUNDATION 2009 MASSACHUSETTS AVE. NW WASHINGTON, DC 20036	NONE PUBLIC CHARITY	GENERAL SUPPORT	25,000.
TEMPLE ALIYAH 1664 CENTRAL AVENUE NEECHAM, MA 02492	NONE CHURCH	GENERAL SUPPORT	1,500.
PORTLAND MUSEUM OF ART 7 CONGRESS SQUARE PORTLAND, ME 04101	NONE PUBLIC CHARITY	GENERAL SUPPORT	5,000.
CAPE ELIZABETH EDUCATION FOUNDATION PO BOX 6225 CAPE ELIZABETH, ME 04107	NONE PUBLIC CHARITY	GENERAL SUPPORT	5,000.
GULF OF MAINE RESEARCH INSTITUTE 350 COMMERCIAL STREET PORTLAND, ME 04101	NONE PUBLIC CHARITY	GENERAL SUPPORT	5,000.
CAPE ELIZABETH LAND TRUST PO BOX 265 CCB 330 OCEAN HOUSE ROAD CAPE ELIZABETH, ME 04107	NONE PUBLIC CHARITY	EDUCATIONAL PROGRAMS	10,000.
CAMILLA HALL NURSING HOME PO BOX 100 IMMACULATA, PA 19345	NONE PUBLIC CHARITY	GENERAL SUPPORT	100,000.

FORM 990FF, PP - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RAMAZ SCHOOL 114 EAST 85TH STREET NEW YORK, NY 10028	NONE SCHOOL	BUILDING FUND	100,000.
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	NONE MEDICAL RESEARCH ORG.	GENERAL SUPPORT	100,000.
THE BARTH SYNDROME FOUNDATION 675 VFW PARKWAY CHESTNUT HILL, MA 02467	NONE PUBLIC CHARITY	GENERAL SUPPORT	25,000.
FEDERAL BAR FOUNDATION 123 MAIN STREET WHITE PLAINS, NY 10601	NONE PUBLIC CHARITY	GENERAL SUPPORT	50,000.
YALE LAW SCHOOL P.O. BOX 2038 NEW HAVEN, CT 06521	NONE SCHOOL	GENERAL SUPPORT	25,000.
NYU STEINHARDT SCHOOL 82 WASHINGTON SQUARE EAST NEW YORK, NY 10003	NONE SCHOOL	GENERAL SUPPORT	25,000.
SCIENCE PIONEERS 30 W. PERSHING KANSAS CITY, MO 64108	NONE PUBLIC CHARITY	GENERAL SUPPORT	15,000.

FORM 990PF, Part I - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE NEW YORK PUBLIC LIBRARY FIFTH AVENUE NEW YORK, NY 10018	NONE PUBLIC CHARITY	GENERAL SUPPORT	35,000.
BUCKINGHAM BROWN & NICHOS SCHOOL 80 GERRY'S LANDING ROAD CAMBRIDGE, MA 01701	NONE SCHOOL	GENERAL SUPPORT	5,000.
TUFT'S UNIVERSITY 80 GEORGE STREET MEDFORD, MA 02155	NONE SCHOOL	GENERAL SUPPORT	2,500.
THINK:KIDS 151 MERRIMAC STREET BOSTON, MA 02114	NONE PUBLIC CHARITY	GENERAL SUPPORT	1,000.
TOTAL CONTRIBUTIONS PAID			2,035,000.

SCHEDULE D
(Form 1041)

Capital Gains and Losses

OMB No 1545-0092

2008

Department of the Treasury
Internal Revenue Service

► **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

If decedent was an individual, enter the name of estate or trust THE LEBENSFELD FOUNDATION C/O SULLIVAN & CROMWELL LLP	Employer identification number 13-6086169
---	---

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	32.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	32.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			
Net long-term gain or (loss):				
a Total for year	14a			32.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a	15			32.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	
a The loss on line 15, column (3) or b \$3,000	16 ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if	
• Either line 14b, col (2) or line 14c, col (2) is more than zero, or	
• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,200	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box			
<input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)			30
31 Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)			31
32 Add lines 30 and 31			32
33 Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)			33
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)			34

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

13-6086169

THE LEBENSFELD FOUNDATION

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 32.

Schedule D-1 (Form 1041) 2008

FEDERAL FOOTNOTES

=====

100,000.00	22,531,583.34	28,750.00	2,600,264.00
1			
17,812.00	34,250.00	3,029.00	55,091.00
34,250.00			
INTEREST	21		21
NET INCOME FROM REAL ESTATE	-3,529		-3,529
SEC. 1231 GAIN	34,062		34,062
	-----		-----
BASIS-12/31/99	36,446		3,481
LOSS ON LIQUIDATION OF			
PARTNERSHIP INTEREST	-36,446		-3,481
	-----		-----
BASIS 8/31/00	-0-		-0-
1			
LOSS	-36,446		
SECTION 1231 GAIN	34,062		34,062
	-----		-----
NET GAIN (LOSS)	-2,384		34,062
	=====		=====

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns***Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	THE LEBENSFELD FOUNDATION	Employer identification number
		C/O SULLIVAN & CROMWELL LLP	13-6086169
	Number, street, and room or suite no. If a P.O. box, see instructions		
	125 BROAD STREET		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	NEW YORK, NY 10004-2498		

Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

• The books are in the care of ► ROBERT J. GIUFFRA, JR. ESQ.Telephone No ► 212 558-3121

FAX No ► _____

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is

for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 04/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for► ☐ calendar year _____ or► ☒ tax year beginning 09/01, 2008, and ending 08/31, 2009**2** If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	6,609.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	25,491.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

or Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)